

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	<div>03-127</div> Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 05/13/2003 at 06:15PM File Number: 0001254613
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1) Application Purpose: **Amendment**

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC:

File Number:
0001254613

2b) File numbers of related pending applications currently on file with the FCC:

Type of Transaction3a) Is this a *pro forma* assignment of authorization or transfer of control? **Yes**3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses? **No**4) For assignment of authorization only, is this a partition and/or disaggregation? **No**

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. **No**

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.

6) Are attachments being filed with this application? **Yes**7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **No**7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **No****Transaction Information**8) How will assignment of authorization or transfer of control be accomplished? **Sale or other assignment or transfer of stock**
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.9) The assignment of authorization or transfer of control of license is: **Voluntary****Licensee/Assignor Information**10) FCC Registration Number (FRN): **0005847827**

11) First Name (if individual):

MI:

Last Name:

Suffix:

12) Entity Name (if not an individual): **Alaska Native Wireless, L.L.C.**13) Attention To: **Conrad N. Bagne**

14) P.O. Box:

And / Or

15) Street Address: **3900 C Street, Suite 801**16) City: **Anchorage**17) State: **AK**18) Zip Code: **99503**19) Telephone Number: **(907)339-6012**20) FAX Number: **(907)339-6028**21) E-Mail Address: **cbagne@asrc.com****22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:		29) State:	30) Zip Code:
31) Telephone Number:		32) FAX Number:	
33) E-Mail Address:			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:		39) State:	40) Zip Code:
41) Telephone Number:		42) FAX Number:	
43) E-Mail Address:			

Assignee/Transferee Information

44) The Assignee is a(n): Limited Liability Corporation			
45) FCC Registration Number (FRN): 0008381139			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): AN Subsidiary, L.L.C.			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Darla Pomeroy			
51) P.O. Box:	And / Or	52) Street Address: 11400 SE Sixth Street	
53) City: Bellevue		54) State: WA	55) Zip Code: 98004
56) Telephone Number: (610)345-9067		57) FAX Number: (610)869-0318	
58) E-Mail Address: darlapomer@aol.com			

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Angela	MI: E	Last Name: Giancarlo	Suffix: Esq
60) Company Name: Hogan & Hartson L.L.P.			
61) P.O. Box:	And / Or	62) Street Address: 555 Thirteenth Street, NW	
63) City: Washington		64) State: DC	65) Zip Code: 20004-1109
66) Telephone Number: (202)637-6522		67) FAX Number: (202)637-5910	
68) E-Mail Address: AEGiancarlo@HHLaw.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	Yes

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Conrad	MI: N	Last Name: Bagne	Suffix:
80) Title: President of Manager of Manager			
Signature: Conrad N Bagne		81) Date: 05/13/03	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.
*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Darla MI Last Name: Pomeroy Suffix:

83) Title: **Managing Member**

Signature: Darla Pomeroy

84) Date: 05/13/03

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WPUI366	CW						No	Full
WPUI367	CW						No	Full
WPUI368	CW						No	Full
WPUI369	CW						No	Full
WPUI370	CW						No	Full
WPUI371	CW						No	Full
WPUI372	CW						No	Full
WPUI373	CW						No	Full
WPUI378	CW						No	Full
WPUI379	CW						No	Full
WPUI380	CW						No	Full
WPUI381	CW						No	Full
WPUI382	CW						No	Full
WPUI383	CW						No	Full
WPUI384	CW						No	Full

**FCC Form 603
Schedule A**
**Schedule for Assignments of Authorization
and Transfers of Control in Auctioned Services**

 Approved by OMB
3060 - 0800
See instructions for public
burden estimate

Assignments of Authorization
1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

No

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

 Year 1 Gross Revenues
(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets

3) Certification Statements
For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

Transfers of Control
4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing

Attachment List

Attachment Type	Date	Description	Contents
Other	03/28/03	Exhibit 1	0178322530889825376070420.pdf
Other	03/28/03	Exhibit 2	0178322540889825376070420.pdf
Other	03/28/03	Exhibit 3	0178322550889825376070420.pdf
Other	03/28/03	Exhibit 4	0178322560889825376070420.pdf
Other	03/28/03	Exhibit 5	0178322690889825376070420.pdf
Other	05/13/03	Supplemental Information	0178433390889825376070420.pdf

DESCRIPTION OF TRANSACTIONS AND PUBLIC INTEREST STATEMENT

I. INTRODUCTION

Pursuant to Sections 1.948(a)(3) and 24.839(a)(2) of the Commission's rules, FCC licensee Alaska Native Wireless, L.L.C. ("ANW" or "the Company"), a Delaware limited liability company, Council Tree Alaska Native Wireless, L.L.C. ("CTANW"), a Delaware Limited Liability company, and ANW Management Services, LLC ("ANW Management"), an Oregon limited liability company, seek the Commission's consent to the:

- (1) *pro forma* assignment of 15 broadband PCS C and F Block licenses (only two of which were won in closed bidding), presently held by ANW, to AN Subsidiary, L.L.C. ("AN Sub"), a Delaware limited liability company and wholly owned subsidiary of ANW; and
- (2) transfer of control of ANW (and AN Sub) from CTANW to ANW Management.

The proposed transactions will serve the public interest and raise no competitive or foreign ownership ^{1/} issues. Other than the *pro forma* assignment proposed in this application, this transaction does not involve the purchase, sale or other disposition of any licenses currently held by ANW. Moreover, the proposed transactions introduce no new real parties in interest whose qualifications have not already been approved by the Commission.

The proposed transactions will occur pursuant to the "Agreement Regarding Transfer of Control of Alaska Native Wireless, L.L.C. And Assignment Of Licenses To AN Subsidiary L.L.C." ("Transfer Agreement"). ^{2/} Specifically, upon FCC consent to the proposed transactions:

^{1/} See *infra*, § VII. The Parties are simultaneously filing a Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934.

^{2/} The certification and reporting obligation required of an applicant seeking approval for a transfer of control or assignment of licenses within three years of receiving new licenses through competitive bidding is attached at Exhibit 2. See 47 C.F.R. § 1.2111(a). At Exhibit 3, the Parties respectfully request confidential treatment for the Transfer Agreement, Contribution Agreement, Fourth LLC Agreement, and the ANW Management LLC Agreement, each of which is cited below.

- (1) the Company 3/ will assign the subject licenses to AN Sub;
- (2) CTANW, AT&T Wireless PCS Interests, LLC ("AWPT"), AT&T Wireless Services, Inc. ("AWS") and ANW Management 4/ will enter into the "Fourth Amended and Restated Limited Liability Company Agreement of ANW, L LC Among AT&T Wireless PCS Interests, LLC, AT&T Wireless Services, Inc., ANW Management Services, LLC, Council Tree Alaska Native Wireless, L.L.C. and the Other Signatories Hereto" ("Fourth LLC Agreement"), which, among other things, provides that control of ANW (and AN Sub) will be vested in ANW Management; and
- (3) the currently effective Management Agreement will terminate.

The proposed transactions fully comply with all Commission rules and do not require any waivers. As demonstrated below, ANW Management will hold *de jure* and *de facto* control of ANW and AN Sub under the Fourth LLC Agreement. In addition, ANW Management and AN Sub meet the qualifications for "entrepreneur" and "very small business" status. Accordingly, these entities are qualified to hold the two C Block PCS licenses won by ANW in closed bidding in Auction No. 35 and the proposed transactions do not require any bidding credit repayment under the unjust enrichment provisions applicable to the 13 PCS licenses obtained by ANW in open bidding in Auction No. 35.

II. DESCRIPTION OF THE PARTIES

A. Alaska Native Wireless, L.L.C. ("ANW")

The ownership of ANW as currently structured is a matter of public record upon which the Commission has favorably passed in granting the 15 licenses

3/ Pursuant to the Transfer Agreement, the name of the Company will be changed to "ANW, L.L.C." by filing a Certificate of Amendment with the State of Delaware.

4/ Until March 24, 2003, Edge Wireless Ventures, LLC ("Edge Ventures") held 1.7 percent of all member interests in ANW. However, on March 25, 2003, Edge Ventures transferred its interest in ANW to ANW Management pursuant to the Contribution and Assignment Agreement ("Contribution Agreement").

that are the subject of the instant application. ^{5/} The Commission granted to ANW the subject 13 C Block and two F Block PCS licenses in March 2002 as a result of ANW's participation in Auction No. 35. CTANW presently holds 60.1 percent of all member interests in ANW, and is the controlling interest holder and sole manager of ANW.

B. ANW Management Services, LLC ("ANW Management")

ANW Management is a limited liability company formed under the laws of the state of Oregon. Its principal place of business is: 1 1400 Southeast Sixth Street Bellevue, Washington 98004.

Pursuant to the "Limited Liability Company Agreement of ANW Management Services, LLC By and Among Don A. Adams, Darla Pomeroy, Edge Wireless Ventures, LLC and ANW Management Services, LLC" ("ANW Management LLC Agreement"), the following three members have a ten (10) percent or greater interest (voting or equity) in ANW Management:

Name & Address:

Don A. Adams
4411 164th Lane, SE
Issaquah, Washington 98027

Citizenship:

United States

Amount Held:

50 percent voting interests
16.5 percent common interests

Name & Address:

Darla Pomeroy
Post Office Box 397
Unionville, Pennsylvania 19375

Citizenship:

United States

Amount Held:

50 percent voting interests
16.5 percent common interests

^{5/} See Applications of Alaska Native Wireless, L.L.C., File Nos. 0000363827 and 000364320, *Order*, 17 FCC Rcd 4231 (WTB, 2002) (application for review pending); Wireless Telecommunications Bureau Grants Fifteen C and F Block Broadband Personal Communications Services (PCS) Licenses to Alaska Native Wireless, L.L.C., Auction Event No. 35, *Public Notice*, 17 FCC Rcd 4563 (2002).

Name & Address:
Edge Wireless Ventures, LLC
650 Southwest Columbia Suite 7200
Bend, Oregon 97702
Organized:
Oregon, United States
Amount Held:
0 percent voting interests
100 percent preferred interests
67 percent common interests

Pursuant to the ANW Management LLC Agreement, Mr. Adams and Ms. Pomeroy are the managing members and sole controlling interest holders of ANW Management. As set forth in Section IV below, ANW Management and Mr. Adams and Ms. Pomeroy will have *de jure* and *de facto* control of ANW and its wholly owned subsidiary, AN Sub.

III. DESCRIPTION OF THE TRANSACTIONS

The proposed transactions involve the assignment of 13 broadband PCS C Block licenses and two F Block PCS licenses, currently held by ANW, to AN Sub, and the transfer of control of ANW (and AN Sub) from CTANW to ANW Management. As set forth below, of the 15 licenses at issue, only two were obtained in "closed" bidding pursuant to the entrepreneur's block eligibility requirements of Section 24.709 of the Commission's rules. ^{6/}

Market Code	Location	Channel Block	Open/Closed	Call Sign
BTA004	Ada, OK	C4	Open	WPUI378
BTA045	Bismarck, ND	C3	Open	WPUI379
BTA063	Burlington, VT	C1	Closed	WPUI366
BTA064	Butte, MT	C4	Open	WPUI367
BTA077	Cheyenne, WY	C3	Open	WPUI368
BTA136	Fairbanks, AK	C4	Open	WPUI380
BTA188	Helena, MT	C5	Open	WPUI369
BTA192	Honolulu, HI	F	Open	WPUI370
BTA221	Juneau, AK	C3	Open	WPUI381
BTA224	Kalispell, MT	C4	Open	WPUI382
BTA241	Lansing, MI	C3	Closed	WPUI371
BTA259	Logan, WV	C5	Open	WPUI372
BTA299	Minot, ND	C4	Open	WPUI383

^{6/} 47 C.F.R. § 24.709 ("Eligibility for licenses for frequency Blocks C and F").

Market Code	Location	Channel Block	Open/Closed	Call Sign
BTA341	Paris, TX	C3	Open	WPUI373
BTA425	Spokane, WA	F	Open	WPUI384

Upon consent to the proposed transfer of control and *pro forma* assignment, all of the subject licenses will be held by AN Sub under the control of ANW Management. 7/ Ownership of ANW, and indirectly, its wholly-owned subsidiary, AN Sub, will be as follows: 8/

Name & Address:

ANW Management
11400 Southeast Sixth Street
Suite 100
Bellevue, Washington 98004

Organized:

United States

Amount Held:

controlling interest holder
1.7 percent equity interest 9/

Name & Address:

CTANW
3900 C Street Suite 801
Anchorage, Alaska 99501

Organized:

United States

Amount Held:

60.1 percent (non-voting equity interest)

Name & Address:

AWPI
7277 164th Avenue, NE

7/ Together with the instant applications, the Parties have simultaneously filed FCC Form 602 reports for AN Sub and ANW Management pursuant to Section 1.919(b)(3) of the Commission's rules. 47 C.F.R. § 1.919(b)(3).

8/ A diagram of the ownership structure of AN Sub is attached at Exhibit 4.

9/ As discussed in Section IV below, pursuant to Section 1.2110(c)(2)(i), ANW Management is the controlling interest holder of AN Sub. 47 C.F.R. § 1.2110(c)(2)(i)(A)-(C).

Redmond, Washington 98052

Organized:

United States

Amount Held:

38.2 percent (non-voting equity interest)

Thus, as the controlling interest holders in ANW Management, Mr. Adams and Ms. Pomeroy will also have ultimate control over ANW, and its wholly owned subsidiary, AN Sub.

**IV. TRANSFEREE ANW MANAGEMENT WILL HAVE *DE JURE*
AND *DE FACTO* CONTROL OF ANW AND AN SUB**

A "controlling interest" includes individuals or entities, or groups of individuals or entities, that have control of the applicant under the principles of either *de jure* or *de facto* control. ^{10/} Control is determined on a case-by-case basis, and the Commission requires that an entity disclose its equity interest and demonstrate at least the following indicia of control: (1) the entity controls 50 percent of the relevant managing body; (2) the entity has authority to appoint, promote, demote, and fire senior executives that control the day-to-day activities of the licensee; and (3) the entity plays an integral role in management decisions. ^{11/} As discussed below, ANW Management will have *de jure* and *de facto* control over ANW and AN Sub.

A. ANW Management will have *de jure* control of ANW and AN Sub

The Fourth LLC Agreement ^{12/} will provide that ANW is a manager-managed limited liability company that has ANW Management as its sole manager.

^{10/} 47 C.F.R. § 1.2110(c)(2)(i).

^{11/} *Id*; see also *Ellis Thompson Corp.*, 9 FCC Rcd 7138, 7138-39, ¶ 9 (1994) ("*Ellis Thompson*") (the following factors are used to determine control of a business: (1) use of facilities and equipment, (2) control of day-to-day operations, (3) control of policy decisions, (4) personnel responsibilities, (5) control of financial obligations, and (6) receipt of monies and profits).

^{12/} The Fourth LLC Agreement is essentially identical to the Third ANW Agreement, which is presently effective for ANW, which the Commission has reviewed. See summary of "Third ANW Agreement" in File Nos. 0000363827 and 0000364320 at Exhibits E. The instant transfer of control transaction proposes to modify the Third ANW Agreement so that ANW Management will step into the role previously held by CTANW.

As such, ANW Management will be the only entity with authority to bind the company (Section 6.1). Thus, as ANW's sole manager and the only member of ANW with authority to bind the company, ANW Management will hold *de jure* control of ANW and its wholly owned subsidiary, AN Sub.

B. ANW Management will have *de facto* control of ANW and AN Sub

The Fourth LLC Agreement will provide for ANW Management, as the manager, to have the exclusive right and power to manage, operate and control ANW and AN Sub and to make all decisions necessary and appropriate to carry on the business and affairs of ANW and AN Sub (Section 6.1), including to: (1) conduct the day-to-day management of ANW and AN Sub's businesses (Section 6.1); (2) appoint, promote, demote, and terminate executives who oversee the day-to-day activities of ANW and AN Sub and to select the financial institutions from which ANW and AN Sub may borrow money (Section 6.1); (3) exercise all of the rights and powers of a manager within the meaning of Section 18-101(10) of the Delaware Act (Section 6.1); (4) act for and bind ANW and AN Sub (Section 6.1); (5) create and adopt an annual business plan and annual budget for ANW and AN Sub, after consulting with AWPI (Section 6.4); and (6) act as the tax matters member and to make certain tax allocations (Section 5.5). CTANW and AWPI, as non-manager members, will be restricted from taking active part in the management or control of the business of ANW and AN Sub, and CTANW and AWPI will not have the authority to act in any way on behalf of, or to bind or obligate ANW and AN Sub (Section 6.1). Accordingly, ANW Management will hold *de facto* control over ANW and its wholly owned subsidiary, AN Sub, pursuant to Section 1.2110 of the Commission's rules. ^{13/}

Finally, as noted above, the Transfer Agreement provides that the Management Agreement currently in effect for ANW will be terminated upon consummation of the transfer of control. Hence, ANW Management, through Mr. Adams and Ms. Pomeroy, will undertake management of ANW and its wholly owned subsidiary, AN Sub.

^{13/} The Fourth LLC Agreement will also contain investor protections for AWPI that are substantively identical to those current in effect between CTANW and AWPI, which the Commission has found to be permissible investor protections that do not give *de facto* control of ANW to AWPI. Day-to-day control over ANW and AN Sub will be vested solely in ANW Management under the Fourth LLC Agreement, with AWPI having a consent right only with respect to certain material actions.

V. TRANSFEREE ANW MANAGEMENT AND ASSIGNEE AN SUB ARE QUALIFIED TO HOLD C AND F BLOCK LICENSES

A. ANW Management and AN Sub are “entrepreneurs”

Pursuant to Section 24.839(a)(2) of the Commission’s rules, ^{14/} consent to a transfer of control or assignment of a license for broadband PCS C Block or F Block spectrum won in closed bidding will not be given unless the proposed transferee and assignee can establish that they meet the “entrepreneur” criteria at the time the application for transfer of control is filed. ^{15/} ANW Management and AN Sub each meet the “entrepreneur” criteria and are therefore eligible to hold the PCS licenses won by ANW in closed bidding – WPUI366 (BTA063, Burlington, Vermont) and WPUI371 (BTA241, Lansing, Michigan). As demonstrated below, in each of the last two years, the cumulative and aggregated gross revenues of ANW Management, its affiliates, controlling interest holders, and the affiliates of its controlling interest holders were less than \$125 million; and the cumulative and aggregated total assets of these entities were less than \$500 million as of this date. ^{16/}

ANW Management’s affiliates, controlling interest holders, and affiliates of its controlling interest holders, are set forth below.

Controlling Interest Holders of ANW Management:

The following individuals are the only controlling interest holders in ANW Management, which, in turn, will have ultimate control of ANW and its wholly owned subsidiary, AN Sub:

1. Don A. Adams
2. Darla Pomeroy

Entities Attributable to ANW Management:

The following entities will be attributable to ANW Management by virtue of being jointly controlled by Mr. Adams and Ms. Pomeroy, the controlling interest holders of ANW Management:

^{14/} 47 C.F.R. § 24.839(a)(2).

^{15/} See 47 C.F.R. § 24.709(a)(1).

^{16/} 47 C.F.R. § 24.709(a)(1); 47 C.F.R. § 24.720(g); see also Beta Communications, L.L.C., Assignor, et al., *Memorandum Opinion & Order*, 15 FCC Rcd 24156, 24157, ¶ 4 (WTB, 2000) (“The Commission’s rules provide that, for applicants that utilize audited financial statements, total assets is defined as the applicant’s most recent audited financial statement.”).

1. ABC Wireless, LLC
2. Alaska Native Wireless, L.L.C. (and AN Subsidiary, L.L.C.) 17/
3. Arnage Wireless, LLC
4. Cascade Wireless, LLC
5. Indiana Acquisition, LLC
6. Lewis and Clark Communications, LLC
7. Lone Star Wireless, L LC
8. Panther Wireless, LLC
9. Royal Wireless, LLC
10. Sabre Wireless, LLC
11. Skagit Wireless, LLC
12. Southwest Wireless, LLC
13. THC of Houston, Inc.
14. THC of Melbourne, Inc.
15. THC of Orlando, Inc.
16. THC of San Diego, Inc.
17. THC of Tampa, Inc.
18. Wireless Acquisition, LLC
19. Zuma/Lubbock, Inc.
20. Zuma/Odessa, Inc.

The gross revenues and total assets of these entities are set forth in the table below.

Entity	2000 Gross Revenues	2001 Gross Revenues	Total Assets
Don A. Adams (controlling interest)	\$0.00	\$0.00	\$0.00
Darla Pomeroy (controlling interest)	\$0.00	\$0.00	\$0.00
Alaska Native Wireless, L.L.C. <u>18/</u>	\$0.00	\$0.00	\$39,635,975.00
AN Subsidiary, L.L.C.	*	*	\$0.00

17/ ANW and AN Sub are not presently attributable to ANW Management, but are listed here (and in the corresponding charts) in order to present a prospective picture of the transactions.

18/ As set forth in the chart, ANW had no gross revenues in 2000 and 2001. However, ANW had interest income of \$51,115 in 2001. This interest income is not considered part of ANW's gross revenues pursuant to Section 24.709(a)(2) of the Commission's rules. 47 C.F.R. § 24.709(a)(2) (increased gross revenues or increased total assets due to nonattributable equity investments are not considered).

Entity	2000 Gross Revenues	2001 Gross Revenues	Total Assets
Cascade Wireless, LLC	\$0.00	\$34,920.00	\$28,905,000.00
ANW Management, LLC	*	\$0.00	\$0.00
Lewis and Clark Communications, LLC	\$0.00	\$11,146,241.00	\$23,069,200.00
Skagit Wireless, LLC	\$0.00	\$0.00	\$0.00
ABC Wireless, LLC	\$78,944.00	\$4,031,085.00	\$36,067,000.00
Arnage Wireless, LLC	\$0.00	\$0.00	\$0.00
Indiana Acquisition, LLC	\$0.00	\$0.00	\$0.00
Lone Star Wireless, LLC	\$23,677.00	\$10,929.00	\$5,023,000.00
Panther Wireless, LLC	\$0.00	\$0.00	\$0.00
Royal Wireless, LLC**	\$0.00	\$0.00	\$0.00
Sabre Wireless, LLC	\$0.00	\$0.00	\$0.00
Southwest Wireless, LLC	\$9,573.00	\$1,822,379.00	\$385,000.00
THC of Houston, Inc.	\$0.00	\$0.00	\$0.00
THC of Melbourne, Inc.	\$0.00	\$0.00	\$0.00
THC of Orlando, Inc.	\$0.00	\$16,968.00	\$3,860,000.00
THC of San Diego, Inc.	\$2,230,113.00	\$1,342,472.00	\$13,686,000.00
THC of Tampa, Inc.	\$0.00	\$0.00	\$0.00
Wireless Acquisition, LLC	\$0.00	\$0.00	\$0.00
TOTAL:	\$2,342,307.00	\$18,404,994.00	\$150,631,175.00

* Entity was not in existence during this year.

** Includes Zuma/Lubbock, Inc. and Zuma/Odessa, Inc., its wholly owned subsidiaries.

The attributable cumulative and aggregated gross revenues of ANW Management are: \$2,342,307.00 for the year 2000 and \$18,404,994.00 for the year 2001. In addition, the attributable cumulative and aggregated assets of ANW Management are: \$150,631,175.00. Thus, ANW Management and AN Sub each qualify as entrepreneurs and are therefore eligible to hold the two licenses won in closed bidding.

Certification: Ms. Pomeroy hereby certifies that the foregoing statement of gross revenues and total assets are based on the most recently audited financial statements for these entities where audited financial statements were available.

B. ANW Management and AN Sub are “very small businesses”

As very small businesses, ANW Management and AN Sub, are each eligible to hold C and F Block PCS licenses without requiring any bidding credit repayment under the unjust enrichment provisions set forth in Section 1.2111(d) of

the Commission's rules. ^{19/} ANW Management and AN Sub each meet the "very small business" criteria because ANW Management, its affiliates, its controlling interest holders, and the affiliates of its controlling interest holders have had cumulative and aggregated average annual gross revenues that are less than \$15 million for the last three calendar years for which audited financial figures are available (1999, 2000, 2001). ^{20/}

The gross revenues and total assets attributable to ANW Management are set forth in the table below:

Entity	1999 Gross Revenues	2000 Gross Revenues	2001 Gross Revenues	Average Gross Revenues for 1999 - 2001
Don A. Adams (controlling interest)	\$0.00	\$0.00	\$0.00	\$0.00
Darla Pomeroy (controlling interest)	\$0.00	\$0.00	\$0.00	\$0.00
Alaska Native Wireless, L.L.C. ^{21/}	*	\$0.00	\$0.00	\$0.00
AN Subsidiary, L.L.C.	*	*	*	*
Cascade Wireless, LLC	*	\$0.00	\$34,920.00	\$17,460.00
ANW Management, LLC	*	*	\$0.00	\$0.00
Lewis and Clark Communications, LLC	*	\$0.00	\$11,146,251.00	\$5,573,125.50
Skagit Wireless, LLC	*	\$0.00	\$0.00	\$0.00
ABC Wireless, LLC	\$392,749.00	\$78,944.00	\$4,031,085.00	\$1,500,926.00
Arnage Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Indiana Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Lone Star Wireless, LLC	\$0.00	\$23,677.00	\$0.00	\$7,892.33
Panther Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Royal Wireless, LLC**	\$0.00	\$0.00	\$0.00	\$0.00
Sabre Wireless, LLC	\$0.00	\$0.00	\$0.00	\$0.00
Southwest Wireless, LLC	\$0.00	\$9,573.00	\$1,822,379.00	\$610,650.67
THC of Houston, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
THC of Melbourne, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
THC of Orlando, Inc.	\$31,874.00	\$0.00	\$16,968.00	\$16,280.67

^{19/} 47 C.F.R. § 1.2111(d).

^{20/} See *supra*, n.16.

^{21/} See *supra*, n.18.

Entity	1999 Gross Revenues	2000 Gross Revenues	2001 Gross Revenues	Average Gross Revenues for 1999 - 2001
THC of San Diego, Inc.	\$0.00	\$2,230,113.00	\$1,342,472.00	\$1,190,861.67
THC of Tampa, Inc.	\$0.00	\$0.00	\$0.00	\$0.00
Wireless Acquisition, LLC	\$0.00	\$0.00	\$0.00	\$0.00
TOTAL:				\$8,917,196.84

* Entity was not in existence during this year.

** Includes Zuma/Lubbock, Inc. and Zuma/Odessa, Inc., its wholly owned subsidiaries.

The attributable cumulative and aggregated average annual gross revenues for the preceding three years for ANW Management are: **\$8,917,196.84**. Thus, ANW Management and AN Sub each qualify as very small businesses and are qualified to hold the 13 broadband PCS licenses won by ANW in open bidding. Moreover, the proposed transactions do not require any bidding credit repayment under the unjust enrichment provisions set forth in the Commission's rules. 22/

Certification: Ms. Pomeroy hereby certifies that the foregoing statement of gross revenues and total assets are based on the most recently audited financial statements for these entities where audited financial statements were available.

VI. CONSENT TO THE PROPOSED TRANSACTIONS WILL SERVE THE PUBLIC INTEREST

Consent to the instant applications will permit ANW's current controlling interest holder and manager, CTANW, to take a less active role in the affairs of the company, which CTANW has determined to do in light of the current period of significant economic decline in the national economy in general and the wireless telecommunications industry in particular. CTANW has determined that Mr. Adams and Ms. Pomeroy, the controlling interests in ANW Management, are well suited to fulfill the roles of controlling interest holders and managers of AN Sub given their vast experience in the management of C and F Block PCS entities. Upon Commission approval, ANW Management, through the leadership and management efforts of Mr. Adams and Ms. Pomeroy, will immediately begin assessing the status of future deployment of new and innovative products and services.

22/ 47 C.F.R. § 1.2111(d).

In addition, the proposed transactions do not impact, let alone diminish, competition in the markets at issue here. ANW is not currently providing service in any of these markets. Other than the *pro forma* assignment proposed in this application, this transaction does not involve the purchase, sale or other disposition of any licenses currently held by ANW. Thus, the proposed transactions are competitively neutral and have no effect on the number of competitors providing service in each of the markets. 23/

Finally, consummation of the proposed transactions is permissible because it would serve the public interest under Section 310(b)(4) of the Act and Section 24.804(b)(4) of the Commission's rules. This public interest showing is set forth in the simultaneously filed Petition for Declaratory Ruling Under Section 310(b)(4) of the Communications Act of 1934 ("Petition for Declaratory Ruling"), a copy of which is appended at Exhibit 5.

VII. CONCLUSION

As demonstrated herein, ANW Management will exercise *de jure* and *de facto* control over AN Sub under the Fourth LLC Agreement. In addition, ANW Management and AN Sub each meet the qualifications for "entrepreneur" and "very small business" status. Accordingly, these entities are qualified to hold the subject two broadband PCS C Block licenses won by ANW in closed bidding and the proposed transactions will not require any bidding credit repayment under the Commission's unjust enrichment provisions applicable to the 13 licenses obtained in open bidding. Moreover, because ANW is not currently providing service in any of these markets and the instant applications do not involve any substantive movement of licenses, the transaction is competitively neutral and has no effect on the number of competitors providing service in each of the markets. Finally, the proposed transactions will serve the public interest under Section 310(b) of the Act as demonstrated in the simultaneously filed Petition for Declaratory Ruling. For these reasons, consent to the instant applications -- for the *pro forma* assignment of licenses from ANW to AN Sub and transfer of control of ANW from CTANW to ANW Management -- will meet the public interest.

23/ AT&T Wireless Services, Inc. ("AWS"), which under the former spectrum cap attribution rules does not have an attributable interest in spectrum held by ANW, is licensed (through two wholly owned subsidiaries) for 55 MHz for spectrum in the Logan, West Virginia BTA, a market in which ANW holds a 10 MHz broadband PCS C Block license.

47 C.F.R. § 1.2111(a) Certification

Pursuant to Section 1.2111(a) of the Commission's rules, Alaska Native Wireless, L.L.C. ("Transferor") hereby certifies that the following licenses subject to the instant transfer of control and assignment applications were obtained through competitive bidding:

Market Code	Location	Channel Block	Open/Closed	Call Sign
BTA004	Ada, OK	C4	Open	WPUI378
BTA045	Bismarck, ND	C3	Open	WPUI379
BTA063	Burlington, VT	C1	Closed	WPUI366
BTA064	Butte, MT	C4	Open	WPUI367
BTA077	Cheyenne, WY	C3	Open	WPUI368
BTA136	Fairbanks, AK	C4	Open	WPUI380
BTA188	Helena, MT	C5	Open	WPUI369
BTA192	Honolulu, H I	F	Open	WPUI370
BTA221	Juneau, AK	C3	Open	WPUI381
BTA224	Kalispell, MT	C4	Open	WPUI382
BTA241	Lansing, MI	C3	Closed	WPUI371
BTA259	Logan, WV	C5	Open	WPUI372
BTA299	Minot, ND	C4	Open	WPUI383
BTA341	Paris, TX	C3	Open	WPUI373
BTA425	Spokane, WA	F	Open	WPUI384

Second, the Parties hereby submit the following documents in connection with the instant applications: 1/

1. Agreement Regarding Transfer of Control of Alaska Native Wireless, L.L.C. And Assignment Of Licenses to AN Subsidiary, L.L.C. (dated as of Mar. 26, 2003)
2. Draft Fourth Amended and Restated Limited Liability Company Agreement of ANW, LLC Among AT&T Wireless PCS Interests, LLC, AT&T Wireless Services, Inc., ANW Management Services, LLC, Council Tree Alaska Native Wireless, L.L.C. and the Other Signatories Hereto (draft, dated as of Mar. 27, 2003)
3. Contribution and Assignment Agreement (dated as of Mar. 25, 2003)

1/ At Exhibit 3 to the instant applications, the Parties have submitted a request for confidentiality with respect to these documents.

4. Limited Liability Company Agreement of ANW Management Services, LLC By and Among Don A. Adams, Darla Pomeroy, Edge Wireless Ventures, LLC and ANW Management Services, LLC (dated as of Mar. 25, 2003)
5. Don A. Adams Pledge Agreement (dated as of Mar. 25, 2003)
6. Don A. Adams Promissory Note (dated as of Mar. 25, 2003)
7. Darla Pomeroy Pledge Agreement (dated as of Mar. 25, 2003)
8. Darla Pomeroy Promissory Note (dated as of Mar. 25, 2003)

Exhibit 3

March 28, 2003

By hand delivery

Ms. Erin McGrath
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

RE: Request for confidential treatment

File No. 0001184495 (Application for Transfer of Control)
File No. _____ (Application for *Pro Forma* Assignment) ^{1/}

Dear Ms. McGrath:

Pursuant to Section 1.2111(a) of the Commission's rules, 47 C.F.R. § 1.2111(a), the Parties have submitted copies of certain documents that are discussed in the above-referenced applications. This letter is a request for confidential treatment of these documents, in their entirety, pursuant to Section 0.459 of the Commission's rules, 47 C.F.R. § 0.459.

The documents at issue are:

1. Agreement Regarding Transfer of Control of Alaska Native Wireless, L.L.C. And Assignment Of Licenses to AN Subsidiary, L.L.C. (dated as of Mar. 26, 2003)
2. Draft Fourth Amended and Restated Limited Liability Company Agreement of ANW, LLC Among AT&T Wireless PCS Interests, LLC, AT&T Wireless Services, Inc., ANW Management Services, LLC, Council Tree Alaska Native Wireless, L.L.C. and the Other Signatories Hereto (draft, dated as of Mar. 27, 2003)
3. Contribution and Assignment Agreement (dated as of Mar. 25, 2003)
4. Limited Liability Company Agreement of ANW Management Services, LLC By and Among Don A. Adams, Darla Pomeroy, Edge Wireless Ventures, LLC and ANW Management Services, LLC (dated as of Mar. 25, 2003)

^{1/} To be assigned by the Universal Licensing System upon filing of the application.

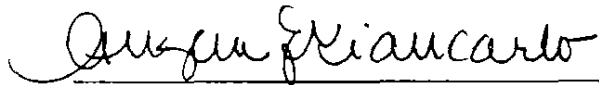
5. Don A. Adams Pledge Agreement (dated as of Mar. 25, 2003)
6. Don A. Adams Promissory Note (dated as of Mar. 25, 2003)
7. Darla Pomeroy Pledge Agreement (dated as of Mar. 25, 2003)
8. Darla Pomeroy Promissory Note (dated as of Mar. 25, 2003)

The documents merit confidential treatment because each addresses a number of strategically sensitive matters, including very specific commercial and financial information. The Parties would not customarily release this type of sensitive information to the public and believe that exposure of either the specific business arrangements or the associated complex financial information is unwarranted. Release of the documents to the public could result in substantial competitive harm by placing Alaska Native Wireless, L.L.C. (and its managing member, ANW Management, LLC) at a disadvantage vis-à-vis other PCS licensees specifically, and the wireless telecommunications carrier industry in general.

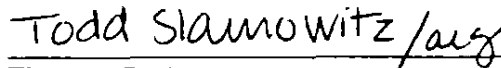
Transactions involving the transfer of control of wireless licenses are conducted in an extremely competitive environment. Thus, the Parties have each afforded the documents highly confidential treatment and have, until now, restricted distribution only to those parties involved in the transactions and negotiations directly related thereto. To further our efforts to avoid unauthorized disclosure while complying with the Commission's rules, you have agreed to and arranged for special delivery so that the documents are directly issued only to you, rather than arriving through the FCC's general mail delivery system.

For these reasons, we respectfully request that the documents, in their entirety, be withheld from public inspection under the Freedom of Information Act pursuant to 5 U.S.C. § 552(b)(4).

Sincerely,



Michele C. Farquhar
Angela E. Giancarlo
Counsel for Alaska Native Wireless, L.L.C.



Thomas Gutierrez
Todd R. Slamowitz
Counsel for ANW Management Services, L.L.C.

Attachments

Exhibit 4: Proposed Transactions

Controlling

Passive

(Fully Diluted
Equity)

ASRC
Wireless
Services,
Inc.

9.5%

Sealaska
Telecom.,
LLC

15.1%

Doyon
Com.,
Inc.

9.6%

Madison
Dearborn
Capital
Partners III,
LP *et al.*

38.5%

Toronto
Dominion
Investments, Inc.

23.6%

Council Tree Alaska Native Wireless, L.L.C.

60.1% (24.8%)

AT&T
Wireless
PCS Interests,
LLC

38.2% (74.5%)

**ANW
Management
Services, LLC**

1.7% (0.7%)

ANW, L.L.C.

AN Subsidiary, L.L.C.

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

Alaska Native Wireless, L.L.C.
AN Subsidiary, L.L.C.
ANW Management Services, LLC

File No. _____

Petition for Declaratory Ruling Under
Section 310(b)(4) of the Communications
Act of 1934

Attention: International Bureau, Policy Division

PETITION FOR DECLARATORY RULING

Alaska Native Wireless, L.L.C. ("ANW"), AN Subsidiary, L.L.C. ("AN Sub"), and ANW Management Services, LLC ("ANW Management"), by their attorneys and pursuant to section 1.2 of the Commission's rules, hereby request a declaratory ruling that indirect foreign ownership of licenses currently held by ANW as described in this petition would serve the public interest under section 310(b)(4) of the Communications Act and the Commission's *Foreign Participation Order*. ^{1/} ANW currently holds thirteen broadband PCS C-block licenses and two broadband PCS F-block licenses, which are common carrier radio licenses subject to section 310(b).

All of the sources of foreign ownership described in this petition were disclosed in a petition filed in December 2002, which was granted on January 17, 2003. ^{2/} This petition is filed in connection with a simultaneous application for consent to an assignment and transfer of control of ANW's licenses whereby the licenses would be assigned to ANW's wholly owned subsidiary, AN Sub, and control would transfer from Council Tree Alaska Native Wireless, L.L.C. ("CTANW") to

^{1/} Rules and Policies on Foreign Participation in the U.S. Telecommunications Market, *Report and Order and Order on Reconsideration*, FCC 97-398, 12 FCC Rcd 23891, 23935 ¶¶ 97-118 (1997) ("*Foreign Participation Order*").

^{2/} See *Alaska Native Wireless, L.L.C.*, File No. ISP-PDR-20021203-00041, Public Notice Report No. TEL-00627, International Authorizations Granted, DA 03-189 (Jan. 23, 2003).

ANW Management. The foreign owners of ANW would not change as a result of the proposed transactions, but because the licenses would be assigned to a wholly owned subsidiary, this petition is being filed out of an abundance of caution in order to comply with section 310(b)(4).

Consummation of the transaction discussed in this petition would improve ANW's ability to deploy new and innovative products and services, given the current period of significant economic decline.

I. The Transaction

The proposed transaction is fully described in the accompanying applications for consent to an assignment and transfer of control of ANW's licenses (the "Applications"). ^{3/}

ANW holds the broadband PCS licenses listed in Exhibit A. ANW currently is 60.1 percent owned, and wholly controlled, by CTANW. Minority, non-controlling, direct interests in ANW are held by Edge Wireless Ventures, LLC ("Edge Ventures"), and AT&T Wireless PCS Interests, LLC ("AWPI").

Pursuant to the proposed transaction, ANW would assign its licenses to its wholly owned subsidiary, AN Sub. ^{4/} Then, ANW Management, a newly formed entity, would acquire a direct 1.7 percent equity interest in ANW and would become the sole manager of ANW. Control of ANW will thereby transfer from CTANW to ANW Management. ANW Management will be owned by Darla Pomeroy, Don Adams, and Edge Ventures, and will be controlled by Ms. Pomeroy and Mr. Adams.

As a result of this restructuring, and considering the possibility of fluctuations in publicly traded shares of indirect investors in ANW, foreign ownership (equity and/or voting) of ANW may exceed the 25 percent benchmark of section 310(b)(4). A ruling that ownership by the foreign owners identified in this petition would serve the public interest is therefore necessary.

II. Description of Post-transaction Foreign Ownership

Following the assignment and transfer of control, licensee AN Sub will be wholly owned, and controlled, by ANW, which will be its sole member. The direct holders of equity interests in ANW will be ANW Management; CTANW; and AT&T Wireless PCS Interests, LLC ("AWPI"). ANW Management will be the exclusive manager of ANW and therefore could be considered the only party with

^{3/} The ULS file number of the transfer-of-control application is 0001184495.

^{4/} AN Sub may acquire additional common carrier radio licenses in the future.

“voting” interests for purposes of a Section 310(b)(4) analysis. CTANW and AWPI will have certain minority investor protections. The post-transaction foreign ownership is illustrated by the diagram in Exhibit B to this petition and described below:

A. Council Tree Alaska Native Wireless (“CTANW”)

CTANW, a limited liability company formed under the Delaware Limited Liability Company Act, will hold 60.1 percent of all member interests in ANW. It will hold only non-voting equity interests, however, and therefore will not have control of or any voting interest in ANW. Direct and indirect interests amounting to approximately 26 percent of CTANW’s equity are held by non-U.S. entities. CTANW’s foreign ownership is described here:

- ASRC Wireless Services, Inc. (“ASRC Wireless”), an Alaska corporation, holds a 9.5 percent controlling interest in CTANW. ASRC Wireless is a wholly owned subsidiary of Arctic Slope Regional Corporation (“ASRC”), an Alaska Native Regional Corporation. ASRC believes that approximately 0.5 percent of its capital stock is owned of record by non-United States citizens.
- Sealaska Telecommunications, LLC (“Sealaska Telecommunications”), a limited liability company formed under the Alaska Revised Limited Liability Company Act, holds a 15.1 percent controlling interest in CTANW. Sealaska Telecommunications is a wholly owned subsidiary of Sealaska Corporation (“Sealaska”), an Alaska Native Regional Corporation. Sealaska believes that approximately 0.4 percent of its capital stock is owned of record by non-United States citizens.
- Doyon Communications, Inc. (“Doyon Communications”), an Alaska corporation, holds a 9.6 percent controlling interest in CTANW. Doyon Communications is a wholly owned subsidiary of Doyon, Limited (“Doyon”), an Alaska Native Regional Corporation. Doyon believes that approximately 0.0001 percent of its capital stock is owned of record by non-United States citizens.
- Toronto Dominion Investments, Inc. (“TDI”), a Delaware corporation, holds non-controlling member interests amounting to 23.6 percent of all member interests in CTANW. TDI is wholly owned by Toronto Dominion Holdings (U.S.A.), Inc. (“TD Holdings”), a Delaware corporation, which is wholly owned by The Toronto-Dominion Bank (“TD Bank”), a Canada corporation. Shares of TD Bank are publicly traded on the Toronto Stock Exchange, the London Stock Exchange, the New York Stock Exchange, and the Tokyo Stock Exchange. To the best of TD Bank’s knowledge and belief, based on the registered

holders of its shares and without any inquiry into the beneficial owners of such registered shares, at least a majority of the equity of TD Bank is owned by Canadian residents, and no single entity holds 5 percent or more of the equity or voting rights of TD Bank. In January 2003, the FCC's International Bureau issued a ruling pursuant to section 310(b)(4) permitting TD Bank and its Canadian shareholders to own 23.6 percent of ANW and any entity that controls ANW. *Alaska Native Wireless, L.L.C.*, File No. ISP-PDR-20021203-00041, Public Notice Report No. TEL-00627, International Authorizations Granted, DA 03-189 (Jan. 23, 2003). 5/

- Madison Dearborn Capital Partners III, L.P. ("MDCP III"), a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act, holds 37.6 percent of all member interests in CTANW. Approximately 2.8 percent of MDCP III is held by non-U.S. citizen limited partners. The general partner of MDCP III is Madison Dearborn Partners III, L.P. ("MDP III"), a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act. MDP III holds a 3.36 percent general partner interest in MDCP III. One limited partner of MDP III, owning a 1 percent interest, is a Canadian citizen.
- Madison Dearborn Special Equity III, L.P. ("MDSE III"), a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act, holds 0.8 percent of all member interests in CTANW. Approximately 0.68 percent of MDSE III is held by non-United States citizen limited partners. The general partner of MDSE III is MDP III, which holds a 1.5544 percent interest in MDSE III.
- Catalyst Investors, L.P. ("Catalyst"), a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act, holds 2.4 percent of all member interests in CTANW. Approximately 30 percent of Catalyst's limited partner interests are held directly or indirectly by non-U.S. entities: BMO Nesbitt Burns, which holds approximately 25 percent, is a publicly traded Canada corporation; and ING (U.S.) Investment Corporation, a Delaware corporation that owns approximately 5 percent of Catalyst, is an indirect wholly owned subsidiary of ING Groep N.V., a holding company organized under the laws of The Netherlands with subsidiaries engaged principally in the financial services business. In addition, approximately 20.09 percent of the Catalyst limited partnership interests are held by wholly owned

5/ In so finding, the Bureau implicitly found that TD Bank's home market is in a WTO country.

subsidiaries of publicly traded U.S. corporations, shares of which may be held by non-U.S. citizens.

B. AT&T Wireless PCS Interests, LLC ("AWPI")

AWPI, a limited liability company formed under the Delaware Limited Liability Company Act, will hold 38.2 percent of all member interests in ANW. As demonstrated in the Applications, this will be a non-controlling interest in ANW, and AWPI will have no voting interest in ANW. AWPI's foreign ownership is described here:

- The sole member of AWPI is AT&T Wireless PCS, LLC ("AWP"), a limited liability company formed under the Delaware Limited Liability Company Act. The sole member of AWP is AT&T Wireless Services, Inc. ("AWS"), a Delaware corporation. Shares of AWS are publicly traded on the New York Stock Exchange; therefore, a very small number of those shares may be held by non-U.S. citizens. ^{6/}
- DCM Capital USA (UK) Limited ("DCM Capital"), a United Kingdom corporation, holds approximately 16 percent of the issued and outstanding common stock of AWS. DCM Capital is wholly owned by NTT DoCoMo, Inc. ("NTT DoCoMo"), a Japan corporation. Approximately 61 percent of the outstanding and issued common stock of NTT DoCoMo is owned by Nippon Telegraph and Telephone Corporation ("NTT"), a Japan corporation, and the remainder is traded on the Tokyo Stock Exchange. According to a recent filing with the Securities and Exchange Commission, as of December 31, 2002, Japan's Ministry of Finance held approximately 45.3 percent of the shares of NTT. Most of the remaining shares of NTT are publicly traded.
- Finally, AWS believes that the AXA group of companies, a global insurance and financial management group based in France, also holds a portion of AWS's common stock. AXA acquired its shareholdings

^{6/} In December 2001, an EquiServe report on registered shareholders indicated that 0.03 percent of AWS common stock was held by non-U.S. investors other than those named here. See AT&T Wireless Services, Inc., Petition for Declaratory Ruling, File No. ISP-PDR-20011228-00058, at 10 (filed Dec. 28, 2001; granted, DA 02-289, Feb. 7, 2002). The petitioners do not here seek specific approval of any such unknown foreign owners. Any such foreign ownership will count toward the additional aggregate 25 percent foreign ownership that the petitioners request be allowed pursuant to the Commission's grant of this petition. Cf. XO Communications, Inc., *Memorandum Opinion, Order and Authorization*, DA 02-2512, 17 FCC Rcd 19212, 19223 ¶ 25 & n.77 (Int'l Bur., Wireless Tel. Bur., Wireline Comp. Bur. 2002).

through purchases on the stock market; AXA and AWS have no independent investment agreement. According to a recent filing with the Securities and Exchange Commission, as of December 31, 2002, the AXA group held approximately 3.0 percent of AWS's capital stock.

AWS itself owns and controls subsidiaries holding common carrier radio licenses, and the Commission has found that it would not serve the public interest to prohibit the indirect foreign ownership of those licensees in excess of the 25 percent benchmark of section 310(b)(4). Specifically, the International Bureau has issued a ruling pursuant to section 310(b)(4) permitting the indirect foreign ownership of the AWS licensees by NTT DoCoMo and its Japanese shareholders and by AXA and its French shareholders. *AT&T Wireless Services, Inc.*, File No. ISP-PDR-20011228-00058, Public Notice Report No. TEL-00493, International Authorizations Granted, DA 02-289 (Feb. 7, 2002). ^{7/}

C. ANW Management Services, LLC ("ANW Management")

Proposed transferee ANW Management is an Oregon limited liability company. ANW Management will hold 1.7 percent of the member interests of ANW and will be the controlling interest holder and sole manager of ANW. Its three members will be Don A. Adams; Darla Pomeroy; and Edge Wireless Ventures, LLC ("Edge Ventures"), an Oregon limited liability company, which currently holds a 1.7 percent interest in ANW. Mr. Adams and Ms. Pomeroy each will hold 50 percent of the voting interests, 16.5 percent of the common interests, and 0 percent of the preferred interests of ANW Management. Edge Ventures will hold 0 percent of the voting interests, 67 percent of the common interests, and 100 percent of the preferred interests of ANW Management. Both common interests and preferred interests are economic interests with no voting rights. The only economic right of holders of preferred interests is that \$25 million in distributions must be made to holders of preferred interests before any distributions may be made to holders of common interests. The sole member of Edge Ventures is Edge Wireless Holding Company, LLC ("Edge Holding"), an Oregon limited liability company.

Ms. Pomeroy and Mr. Adams are U.S. citizens and will be the controlling interest holders of ANW Management. The other member of ANW Management, Edge Ventures, has no voting interest in ANW Management. Toronto Dominion Capital (U.S.A.), Inc. ("TD Capital"), a Delaware corporation, holds approximately 2.82 percent of all member interests in Edge Holding. TD Capital is

^{7/} In so finding, the Bureau implicitly found that NTT DoCoMo's and AXA's home markets are in WTO countries. See also *Vodafone Americas Asia Inc. and Globalstar Corporation, Order and Authorization*, DA 02-1557, 17 FCC Rcd 12849, 12866 ¶ 51 (Int'l Bur. 2002) (finding that it would serve the public interest for the AXA group of companies and their French shareholders to hold equity and voting interests in a common carrier radio licensee) ("*Globalstar-Vodafone Order*").

wholly owned by TD Holdings. As discussed above (see text accompanying footnote 5), TD Holdings is wholly owned by TD Bank, a Canada corporation. There are no other foreign owners of Edge Holding.

III. Request

The petitioners request that the Commission find that it would serve the public interest under section 310(b)(4) for the following foreign entities to own indirect noncontrolling interests in AN Sub and any entity that controls AN Sub. The petitioners also ask that AN Sub, and any entity that controls AN Sub, be allowed to acquire up to and including an additional aggregate 25 percent equity and/or voting interests from other foreign individuals and entities without seeking further Commission approval under section 310(b)(4):

- TD Bank and its Canadian shareholders
- DCM Capital (USA) U.K. Limited
- NTT DoCoMo and its Japanese shareholders
- NTT and its Japanese shareholders
- The AXA group of companies and their French shareholders

Upon grant of the requested public-interest determination, other indirect foreign ownership of AN Sub will not exceed 25 percent. Foreign entities with their home markets in non-WTO member countries will not, in the aggregate, directly or indirectly own or vote more than 25 percent of ANW or of any entity that controls ANW. Also, no single non-U.S. investor or entity, with the exception of the foreign entities named in this petition, will acquire indirect ownership or voting interests of ANW in excess of 25 percent without further Commission approval. Additional Commission authority pursuant to section 310(b)(4) would be required before entities other than those listed above acquire, in the aggregate, 25 percent or more of any entity that controls AN Sub. Additional Commission authority pursuant to section 310(b)(4) would also be required before any of the above-listed entities acquires a direct or indirect controlling interest in any entity that controls AN Sub.

The Commission determines the home market of any proposed foreign owner in order to assess whether the investment should be afforded WTO Member status. *See, e.g.,* General Electric Capital Corporation and SES Global, S.A., *Order and Authorization*, DA 01-2100, 16 FCC Rcd 17575, 17588 ¶ 27 (2001). To determine an investor's home market, the Commission weighs five factors to determine the investor's principal place of business: (1) the country of its incorporation, organization, or charter; (2) the nationality of all investment principals, officers, and directors; (3) the country in which its world headquarters is

located; (4) the country in which the majority of its tangible property, including production, transmission, billing, information, and control facilities, is located; and (5) the country from which it derives the greatest sales and revenues from its operations. *See id.* ¶¶ 27–30 & n.94; *Foreign Participation Order*, 12 FCC Rcd at 23941 ¶ 116; *Market Entry and Regulation of Foreign-Affiliated Entities, Report and Order*, 11 FCC Rcd 3873, 3951 ¶ 207 (1995).

TD Bank

The Commission has previously determined that TD Bank's principal place of business is in a country that is a member of the WTO. ^{8/} TD Bank's principal place of business is in Canada, which is a member of the WTO, ^{9/} as shown by applying the Commission's five-factor test: Canada is its country of incorporation, the location of its world headquarters, the location of the majority of its tangible property, and the country from which it derives the greatest sales and revenue from its operations. Its investment principals, officers, and directors also are primarily Canadian. ^{10/}

DCM Capital (USA) U.K. Limited

To the best of ANW's knowledge and based upon publicly available information, DCM Capital (USA) U.K. Limited is a holding company organized under the laws of England and Wales. Its headquarters is in Tokyo, Japan. The nationality of its investment principals, officers, and directors; the location of the majority of its tangible property, if it has any; and the country from which it derives the greatest sales and revenue from its operations are all either the United States, the United Kingdom, or Japan, each of which is a member of the WTO. ^{11/}

NTT DoCoMo

The Commission has previously determined that NTT DoCoMo's principal place of business is in a country that is a member of the WTO. ^{12/} NTT DoCoMo is a corporation organized under the laws of Japan. It is principally owned

^{8/} *See supra* note 5 and accompanying text.

^{9/} *See* http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm.

^{10/} Support for this information about TD Bank can be found in its 2002 annual report, which is available at <http://www.td.com/ar2002/intro.html>. Counsel will provide a copy of this annual report upon request.

^{11/} *See* http://www.wto.org/english/thewto_e/whatis_e/tif_e/org6_e.htm.

^{12/} *See supra* note 7 and accompanying text; *see also* IB File No. ISP-PDR-20011228-00058.

by NTT and other Japanese shareholders, and its headquarters is in Tokyo, Japan. To the best of ANW's knowledge, NTT DoCoMo's officers and directors are principally from Japan, the majority of its tangible property is in Japan, and it derives the greatest sales and revenue from its operations in Japan.

NTT

The Commission has previously determined that NTT's principal place of business is in a country that is a member of the WTO. ^{13/} NTT is a corporation organized under the laws of Japan. ^{14/} It is principally owned by the Japanese Ministry of Finance and other Japanese shareholders, ^{15/} and its headquarters is in Tokyo, Japan. ^{16/} To the best of ANW's knowledge, NTT's officers and directors are principally from Japan, the majority of its tangible property is in Japan, and it derives the greatest sales and revenue from its operations in Japan.

The AXA group of companies

The Commission has previously determined that the home market of the AXA group of companies is France. ^{17/} AWS reviewed publicly available information about the management, ownership, and revenue of AXA in a letter to Commission staff dated January 29, 2002. ^{18/}

IV. Justification

Grant of this request would serve the public interest. In the *Foreign Participation Order*, the Commission concluded that allowing foreign investment in Commission licensees could serve the public interest by promoting competition in the U.S. market. ^{19/} The Commission concluded that there would be a strong

^{13/} See *supra* note 7 and accompanying text; see also File No. ISP-PDR-20011228-00058.

^{14/} See <http://www.ntt.co.jp/about/e/index.html>.

^{15/} See <http://www.ntt.co.jp/ir/e/stock.html>.

^{16/} See <http://www.ntt.co.jp/about/e/index.html>.

^{17/} See, e.g., *Globalstar-Vodafone Order*, 17 FCC Rcd at 12865 ¶ 49; see also *supra* note 7 and accompanying text.

^{18/} Letter from Scott Blake Harris and Karen L. Gulick, Counsel to AT&T Wireless Services, Inc., to Susan O'Connell, FCC, filed in File No. ISP-PDR-20011228-00058 (Jan. 29, 2002) (detailing known public information about AXA). Counsel for ANW can provide a copy of this letter upon request.

^{19/} *Foreign Participation Order*, 12 FCC Rcd at 23910 ¶ 111. The Commission also stated that it expected most applicants for section 310(b)(4) authority to "seek authorization

presumption in favor of such foreign investment and that only requests that would pose a “very high risk to competition” should be denied or conditioned on competition grounds. The Commission stated that it could not “envision a circumstance in which indirect foreign investments by entities from WTO Member countries that do not result in a transfer of control will pose a very high risk to competition.” 20/

Such requests have been routinely granted. In fact, the Commission has already specifically authorized indirect foreign ownership of common carrier radio licensees by TD Bank and its Canadian shareholders 21/; by NTT DoCoMo and its Japanese shareholders 22/; and by AXA and its French shareholders 23/.

Furthermore, as discussed in the Applications, consent to the proposed transfer of control and assignment would permit ANW’s current controlling interest holder and manager, CTANW, to take a less active role in the affairs of the company in light of the current period of significant economic decline. CTANW has determined that Mr. Adams and Ms. Pomeroy, the controlling interest holders in ANW Management, are well-suited to fulfill the roles of controlling interest holders and managers of AN Sub given their vast experience in the management of C and F Block PCS entities. Upon Commission approval, ANW Management, through the leadership and management efforts of Mr. Adams and Ms. Pomeroy, will immediately begin assessing the status of future deployment of new and innovative products and services.

Finally, there can be no argument that the proposed indirect foreign ownership would pose a very high risk to competition in the U.S. market. The foreign entities identified in this petition are passive investors in ANW with no ability to adversely affect competition in any U.S. market. Acceptance of this

to accept indirect foreign investment up to any non-controlling level when they initially file.” *Id.* at 23911 ¶ 114.

20/ *Id.* at 23910 ¶ 112.

21/ *Alaska Native Wireless, L.L.C.*, File No. ISP-PDR-20021203-00041, Public Notice Report No. TEL-00627, International Authorizations Granted, DA 03-189 (Jan. 23, 2003); *see also Mountain Union Telecom, LLC*, File No. ISP-PDR-20000428-00009, Public Notice Report No. TEL-00240, International Authorizations Granted, DA 00-1202 (June 1, 2000).

22/ *AT&T Wireless Services, Inc.*, File No. ISP-PDR-20011228-00058, Public Notice Report No. TEL-00493, International Authorizations granted, DA 02-289 (Feb. 7, 2002). Given that NTT is one of NTT DoCoMo’s Japanese shareholders, it is reasonable to interpret this grant of authority as applying to NTT as well.

23/ *Id.*; *Globalstar-Vodafone Order*, 17 FCC Rcd at 12866 ¶ 51.

additional equity investment would strengthen ANW's ability to compete in the market.

V. Conclusion

For the reasons stated herein, the petitioners respectfully request that the Commission issue a declaratory ruling that indirect ownership by the foreign entities identified herein would serve the public interest and will not be taken into account for the purposes of the 25 percent foreign-ownership threshold of section 310(b)(4) of the Communications Act.

Respectfully submitted,

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AN Subsidiary, L.L.C.

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March 28, 2003

Exhibit A

List of FCC Licenses Held By Alaska Native Wireless, L.L.C.

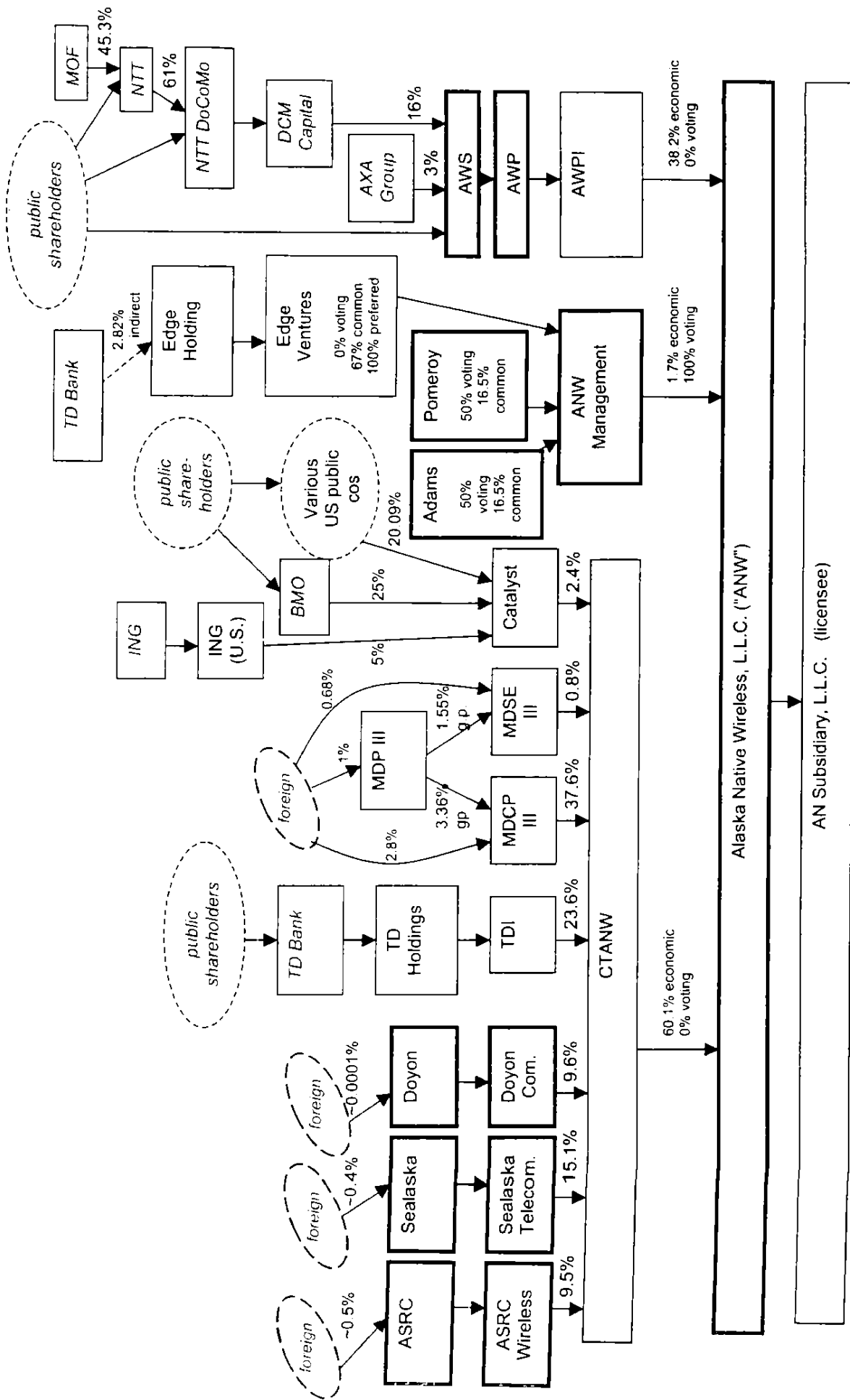
(as of March 28, 2003)

Market Code	Location	Channel Block	Frequencies	Call Sign	File No.
BTA004	Ada, OK	C4	1900-1905 MHz 1980-1985 MHz	WPUI378	0000363827
BTA045	Bismarck, ND	C3	1895-1900 MHz 1975-1980 MHz	WPUI379	0000363827
BTA063	Burlington, VT	C1	1902.5-1910 MHz 1982.5-1990 MHz	WPUI366	0000364320
BTA064	Butte, MT	C4	1900-1905 MHz 1980-1985 MHz	WPUI367	0000364320
BTA077	Cheyenne, WY	C3	1895-1900 MHz 1975-1980 MHz	WPUI368	0000364320
BTA136	Fairbanks, AK	C4	1900-1905 MHz 1980-1985 MHz	WPUI380	0000363827
BTA188	Helena, MT	C5	1905-1910 MHz 1985-1990 MHz	WPUI369	0000364320
BTA192	Honolulu, HI	F	1890-1895 MHz 1970-1975 MHz	WPUI370	0000364320
BTA221	Juneau, AK	C3	1895-1900 MHz 1975-1980 MHz	WPUI381	0000363827
BTA224	Kalispell, MT	C4	1900-1905 MHz 1980-1985 MHz	WPUI382	0000363827
BTA241	Lansing, MI	C3	1895-1900 MHz 1975-1980 MHz	WPUI371	0000364320
BTA259	Logan, WV	C5	1905-1910 MHz 1985-1990 MHz	WPUI372	0000364320
BTA299	Minot, ND	C4	1900-1905 MHz 1980-1985 MHz	WPUI383	0000363827
BTA341	Paris, TX	C3	1895-1900 MHz 1975-1980 MHz	WPUI373	0000364320
BTA425	Spokane, WA	F	1890-1895 MHz 1970-1975 MHz	WPUI384	0000363827

Exhibit B

Illustration of Proposed Foreign Ownership of AN Subsidiary, L.L.C.

Exhibit B
Illustration of Proposed Foreign Ownership



Key to Foreign-Ownership Diagram

Short-form name in diagram	Full name	Description
CTANW	Council Tree Alaska Native Wireless, L.L.C.	Delaware limited liability company
ASRC	Arctic Slope Regional Corporation	Alaska Native Regional Corporation
ASRC Wireless	ASRC Wireless Services, Inc.	Alaska corporation
Sealaska	Sealaska Corporation	Alaska Native Regional Corporation
Sealaska Telecom.	Sealaska Telecommunications, LLC	Alaska limited liability company
Doyon	Doyon, Limited	Alaska Native Regional Corporation
Doyon Com.	Doyon Communications, Inc.	Alaska corporation
TDI	Toronto Dominion Investments, Inc.	Delaware corporation
TD Holdings	Toronto Dominion Holdings (U.S.A.), Inc.	Delaware corporation
TD Bank	The Toronto-Dominion Bank	Canada corporation
MDCP III	Madison Dearborn Capital Partners III, L.P.	Delaware limited partnership
MDP III	Madison Dearborn Partners III, L.P.	Delaware limited partnership
MDSE III	Madison Dearborn Special Equity III, L.P.	Delaware limited partnership
Catalyst	Catalyst Investors, L.P.	Delaware limited partnership
BMO	BMO Nesbitt Burns	Canada corporation
ING (U.S.)	ING (U.S.) Investment Corporation	Delaware corporation
ING	ING Groep N.V.	Netherlands company
Various US public cos	[Wholly owned subsidiaries of various publicly traded U.S. corporations]	U.S. companies with small amounts of indirect foreign ownership
AWPI	AT&T Wireless PCS Interests, LLC	Delaware limited liability company
AWP	AT&T Wireless PCS, LLC	Delaware limited liability company
AWS	AT&T Wireless Services, Inc.	Delaware corporation
AXA Group	The AXA group of companies	French companies and their shareholders and affiliates
DCM Capital	DCM Capital USA (UK) Limited	United Kingdom corporation
NTT DoCoMo	NTT DoCoMo, Inc.	Japan corporation
NTT	Nippon Telegraph and Telephone Corporation	Japan corporation
MOF	Japanese Ministry of Finance	Japanese government body
ANW Management	ANW Management Services, LLC	Oregon limited liability company
Adams	Don Adams	U.S. citizen
Pomeroy	Darla Pomeroy	U.S. citizen
Edge Ventures	Edge Wireless Ventures, LLC	Oregon limited liability company
Edge Holding	Edge Wireless Holding Company, LLC	Oregon limited liability company

In both the diagram and the table, *red italics* represent entities that are or may be foreign for purposes of section 310(b)(4). A bold box represents an entity that controls the entity below it, whether or not it ultimately controls the licensee. A dashed oval represents one or more unidentified entities.

Alaska Native Wireless, L.L.C. ("ANW"), Council Tree Alaska Native Wireless, L.L.C. ("CTANW") and ANW Management Services, LLC ("ANW Management") hereby provide supplemental information as requested by Commission staff regarding spectrum aggregation and competition analysis as it relates to the proposed transactions.

Consent to the instant applications will not implicate the Commission's former rule limiting spectrum aggregation to 55 MHz in any geographic area. 1/ Although the rule is no longer effective, 2/ analysis under its terms demonstrates that a transfer of control to ANW Management will not cause a spectrum overlap greater than 25 MHz in any of the markets at issue.

Mr. Adams and Ms. Pomeroy. Neither Mr. Adams nor Ms. Pomeroy, the controlling interest holders in ANW Management, hold CMRS spectrum licenses in a personal capacity. Affiliates of Mr. Adams and Ms. Pomeroy hold spectrum in only three of the markets at issue, as set forth below. Upon consummation of the proposed transactions, spectrum overlaps between ANW Management and affiliates of Mr. Adams and Ms. Pomeroy would total 20 MHz in two of the subject markets, and 25 MHz in one of the subject markets. 3/

First, in BTA045 (Bismarck, North Dakota), Lewis and Clark Communications, L.L.C. ("Lewis and Clark") holds 10 MHz of broadband PCS F Block spectrum. Upon approval of the proposed transactions, the spectrum overlap in this market between ANW Management and Lewis and Clark would total only 20 MHz.

1/ 47 C.F.R. § 20.6. The "spectrum cap rule" limited the amount of CMRS spectrum (PCS, cellular, and SMR or a combination thereof) that a single entity could hold in any particular geographic service area. Under the rule, the following entities or persons were permitted to hold an "attributable interest" in up to 55 MHz of CMRS spectrum in any geographic area: (1) FCC CMRS licensee, (2) officer of a CMRS licensee, (3) person that manages a CMRS licensee pursuant to a management agreement, and (4) an investor in a CMRS licensee.

2/ 47 C.F.R. § 20.6(f).

3/ We note that Skagit Wireless, LLC is seeking to obtain via assignment several broadband PCS licenses from various third parties. See ULS File Nos. 0000836656, 0000836663 & 0001146851. None of the spectrum at issue in these applications overlaps with the spectrum at issue in the instant applications.

Second, in BTA063 (Burlington, Vermont), Sabre Wireless, L.L.C. ("Sabre") holds 10 MHz of broadband PCS F Block spectrum. Hence, upon approval of the proposed transactions, the spectrum overlap in this market between ANW Management and Sabre would total only 25 MHz.

Third, in BTA188 (Helena, Montana), Cascade Wireless, LLC ("Cascade"), holds 10 MHz of broadband PCS C Block spectrum. Upon approval of the proposed transactions, the spectrum overlap in this market between ANW Management and Cascade would total only 20 MHz.

Edge Wireless Ventures, LLC ("Edge Ventures"). As reported in Exhibit 1, Edge Wireless Ventures, LLC ("Edge Ventures") holds a 67 percent non-controlling common interest in ANW Management. Edge Ventures does not hold any CMRS spectrum licenses. Edge Ventures has management agreements with the following entities: (1) ANW, (2) Cascade, (3) Lewis and Clark, and (4) Meriwether Communications, LLC ("Meriwether"). We have described the overlaps with respect to ANW, Cascade, and Lewis and Clark above. Consent to the proposed transactions would result in no spectrum overlap between ANW Management and Meriwether in the subject markets.

Wayne M. Perry. Edge Ventures is controlled by Wayne M. Perry. Mr. Perry holds no CMRS spectrum licenses in a personal capacity. Mr. Perry also controls Meriwether, Edge Wireless Licenses, LLC ("Edge Licenses"), and Edge Acquisitions, LLC ("Edge Acquisitions"). Consent to the proposed transactions would result in no spectrum overlap between ANW Management and Meriwether, Edge Licenses, or Edge Acquisitions in the subject markets. ^{4/}

Matrices. Finally, we have appended below three matrices that list the commercial wireless companies that are licensed in BTA045, BTA063, and BTA188 (the markets where an overlap exists). The Parties have compiled this information through research of the ULS database and based upon their general familiarity with the operations of their competitors. To the best of our knowledge, these matrices are accurate.

^{4/} We note that Meriwether, Edge Acquisitions, and Edge Licenses are seeking to obtain via assignment several broadband PCS licenses from various third parties. See ULS File Nos. 0001022737, 0001146821, 0001170634 & 0001295695. None of the spectrum at issue in these applications overlaps with the spectrum at issue in the instant applications.

County by County Breakdown of Competitors BTA045 -- Bismarck, ND

Counties in BTA 045: Bismarck, ND	Cellular Licensee		PCS Licensee						SMR Licensee
	A Block	B Block	A Block	B Block	C Block	D Block	E Block	F Block	Auctioned 806-821/851-866 MHz
	850 MHz	850 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	800 MHz
Adams	Western Wireless	Verizon	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel & Western Communications
Burleigh	Western Wireless	Verizon & Fast Trac Cellular	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
Emmons	Western Wireless	Verizon & Excomm	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
Grant	Western Wireless	Verizon	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
Kidder	Western Wireless	Verizon & Excomm	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
Logan	Western Wireless	Verizon & Excomm	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
McIntosh	Western Wireless	Verizon & Excomm	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
Mercer	Western Wireless	Verizon	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
Morton	Western Wireless	Verizon & Fast Trac Cellular	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
Oliver	Western Wireless	Verizon	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel
Sheridan	Western Wireless	Verizon & Excomm	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Jamestown Communications, Motien Communications & Nextel
Sioux	Western Wireless	Verizon	Sprint	T-Mobile & Monet	ANW, Summit Wireless & Commnet PCS	Qwest	Monet	Lewis & Clark	Nextel

County by County Breakdown of Competitors BTA063 -- Burlington, VT

Counties in BTA 063: Burlington, VT	Cellular Licensee		PCS Licensee						SMR Licensee
	A Block	B Block	A Block	B Block	C Block	D Block	E Block	F Block	Auctioned 806-821/851-866 MHz
	850 MHz	850 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	800 MHz
Addison	RCC Atlantic	Verizon & Vermont RSA No 2-B2	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & Winsome Paging
Caledonia	RCC Atlantic	Verizon	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & Winsome Paging
Chittenden	RCC Atlantic	Verizon	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & Winsome Paging
Essex	RCC Atlantic	Verizon	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & NextMobile
Franklin	RCC Atlantic	Verizon	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & Winsome Paging
Grand Isle	RCC Atlantic	Verizon	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & Winsome Paging
Lamoille	RCC Atlantic	Verizon	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & Winsome Paging
Orange	RCC Atlantic	Verizon & US Cellular	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & NextMobile
Orleans	RCC Atlantic	Verizon	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & Winsome Paging
Washington	RCC Atlantic	Verizon	Cingular & T-Mobile	Sprint	Verizon & ANW	Devon Burlington	AT&T Wireless	Sabre Wireless	Nextel & Winsome Paging

County by County Breakdown of Competitors BTA188 -- Helena, MT

Counties in BTA 188: Helena, MT	Cellular Licensee		PCS Licensee						SMR Licensee
	A Block	B Block	A Block	B Block	C Block	D Block	E Block	F Block	Auctioned 806-821/851-866 MHz
	850 MHz	850 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	1900 MHz	800 MHz
Broadwater	Western Wireless	Verizon & Excomm	3 Rivers PCS	Sprint	ANW, Cascade & Voicestream	T-Mobile	Qwest	Summit	Nextel & AirTel Wireless
Jefferson	Western Wireless	Verizon & Excomm	3 Rivers PCS	Sprint	ANW, Cascade & Voicestream	T-Mobile	Qwest	Summit	Nextel & AirTel Wireless
Lewis and Clark	Western Wireless	Verizon & Excomm	3 Rivers PCS	Sprint	ANW, Cascade & Voicestream	T-Mobile	Qwest	Summit	Nextel & AirTel Wireless